

**N THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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	:	
In re:	:	Chapter 11
	:	
ZEN JV, LLC, <i>et al.</i> , ¹	:	Case No. 25-11195 (JKS)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Re: Docket No. 28, 110, 194 & 205
	X	

**CERTIFICATION OF COUNSEL REGARDING REVISED ORDER
(I) AUTHORIZING AND APPROVING THE DEBTORS' ENTRY INTO AN ASSET
PURCHASE AGREEMENT WITH VALNET US, INC., (II) AUTHORIZING THE SALE
OF THE PURCHASED ASSETS FREE AND CLEAR OF ALL ENCUMBRANCES,
(III) APPROVING THE ASSUMPTION AND ASSIGNMENT OF
THE SELECTED ASSIGNED CONTRACTS, AND
(IV) GRANTING RELATED RELIEF**

The undersigned hereby certifies as follows:

1. On June 25, 2025, Zen JV, LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed the *otion of Debtors for Entry of Orders (I) Authorizing and Approving (A) the Bidding Procedures for Sale of the Debtors' Assets Free and Clear, (B) the Scheduling of an Auction and Sale Hearing, (C) Theform and Manner of Notice of Sales, Auctions, and Sale Hearings, (D) the Notice and Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (E) the Designation of Stalking Horse Bidders, and (F) the Debtors' Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Authorizing Designation of Stalking Horse Bidders, and (III) Granting Related Relief*[Docket No. 27] (the “**Bidding Procedures**

¹ The Debtors in these cases, along with the last four digits of each debtor’s federal tax identification number (to the extent applicable), are: Zen JV, LLC (0225); Monster Worldwide LLC (6555); FastWeb, LLC; Monster Government Solutions, LLC (5762); Camaro Acquisition, LLC; CareerBuilder, LLC (6495); CareerBuilder Government Solutions, LLC (6426); Luceo Solutions, LLC (4426); CareerBuilder France Holding, LLC (9339); and Military Advantage, LLC (9508). The Debtors’ address is 200 N LaSalle Street #900, Chicago, IL 60601.

Motion”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). On July 8, 2025, the Court entered an order granting the relief requested in the Bidding Procedures Motion. *See* Docket No. 110.

2. On July 19, 2025, the Debtors filed the *Notice of (I) Auction Transcript and (II) Successful and Backup Bids* [Docket No. 194]. Attached thereto as Exhibit 2 was the Debtors agreement to enter into an asset purchase agreement with Valnet US Inc. (the “**Valnet APA**”).

3. On July 24, 2025, the Debtors filed the *Omnibus Notice of Proposed Orders Approving Sales of Debtors’ Assets* [Docket No. 205]. Attached thereto as Exhibit 1 was the *Order (I) Authorizing and Approving the Debtors’ Entry into an Asset Purchase Agreement with Valnet US, Inc., (II) Authorizing the Sale of the Purchased Assets Free and Clear of All Encumbrances, (III) Approving the Assumption and Assignment of the Selected Assigned Contracts, and (IV) Granting Related Relief* (the “**Valnet Order**”), seeking approval of, among other things, the Valnet APA.

4. On July 28, 2025, the Debtors filed the *Omnibus Notice of Revised Proposed Orders Approving Sales of Debtors’ Assets* [D.I. 225]. Attached thereto as Exhibit 1 was the *Order (I) Authorizing and Approving the Debtors’ Entry into an Asset Purchase Agreement with Valnet US, Inc., (II) Authorizing the Sale of the Purchased Assets Free and Clear of All Encumbrances, (III) Approving the Assumption and Assignment of the Selected Assigned Contracts, and (IV) Granting Related Relief* (the “**Revised Valnet Order**”).

5. On July 28, 2025, the Court held a hearing (the “**Hearing**”) to consider the Revised Valnet Order. At the Hearing, the Court indicated that it would enter the Revised Valnet Order, subject to certain revisions being made consistent with the record made at the Hearing.

6. Consistent with the record made at the Hearing, the Debtors have prepared a final version of the Revised Valnet Order (the “**Final Valnet Order**”), and a copy of the Final Valnet Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a changed-pages only blackline comparison of the Final Valnet Order marked against the Revised Valnet Order is attached hereto as **Exhibit 2**.

[Signature page follows]

WHEREFORE, the Debtors respectfully request that the Final Valnet Order, substantially in the form attached hereto as **Exhibit 1**, be entered at the earliest convenience of the Court.

Dated: July 28, 2025
Wilmington, Delaware

/s/ Clint M. Carlisle

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